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Attorneys for Defendants Play Beverages, LLC;
CirTran Beverages Corporation; and CirTran
Corporation

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA - WESTERN DIVISION

PLAYBOY ENTERPRISES
INTERNATIONAL, INC., a Delaware
corporation,

Plaintiff,

v.

PLAY BEVERAGES, LLC, a Delaware
limited liability company; CIRTRAN
BEVERAGE CORPORATION, a Utah
corporation, and CIRTRAN
CORPORATION, a Nevada
corporation,

Defendants.

CASE NO. 2:12-cv-10590-SJO (Ex)

**DECLARATION OF BRYON J.
BENEVENTO IN SUPPORT OF
DEFENDANTS' MOTION TO
DISMISS OR, IN THE
ALTERNATIVE, TO STAY ACTION**

Date: January 28, 2013
Time: 10:00 a.m.
Dept.: Courtroom 1

Action Filed: December 11, 2012
Trial Date: None Set

Judge: Hon. S. James Otero

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1 I, Bryon J. Benevento, declare as follows:

2 1. I am a partner in the law firm of Dorsey & Whitney LLP and
3 counsel for Defendants Play Beverages, LLC ("Play Bev"), CirTran Beverage
4 Corporation ("CBC"), and CirTran Corporation (collectively, "Defendants") in this
5 action. I submit this declaration in support of Defendants' Motion to Dismiss, or
6 in the Alternative, to Stay Action. I have personal knowledge of the following
7 facts set forth in this declaration, and if called to testify, I would competently
8 testify as follows:

9 2. I certify that defense counsel has met and conferred with
10 counsel for Plaintiff Playboy Enterprises International, Inc. ("Plaintiff" or
11 "Playboy") prior to filing this motion. Defense counsel participated in an initial
12 telephone conference on December 19, 2012 and sent a follow-up e-mail outlining
13 our position and supporting authority on December 21, 2012. Defense counsel
14 also invited the plaintiff's attorneys to Dorsey & Whitney's office for a face-to-
15 face meeting, but in light of the intervening holidays, counsel have agreed to
16 confer through a second telephone conference taking place on December 27, 2012.

17 3. A true and correct copy of Play Bev and CBC's First Amended
18 Complaint filed in Cook County, Illinois is attached hereto as Exhibit A.

19 4. A true and correct copy of Playboy's Motion to Terminate
20 Automatic Stay, which was filed in the United States Bankruptcy Court for the
21 District of Utah ("Bankruptcy Court") on July 1, 2011, is attached hereto as
22 Exhibit B.

23 5. A true and correct copy of the Bankruptcy Court's September 9,
24 2011 Order is attached hereto as Exhibit C.

25 6. A true and correct copy of Playboy's Answer and Counterclaim
26 to Play Bev's Adversary Complaint, which was filed in the Bankruptcy Court in
27 Case No. 11-02599, is attached hereto as Exhibit D.

28 7. A true and correct copy of the parties' Standstill Agreement,

1 which was filed with the Bankruptcy Court on November 9, 2011, is attached
2 hereto as Exhibit E.

3 8. A true and correct copy of the License Agreement between Play
4 Bev and Playboy is attached hereto as Exhibit F.

5 9. A true and correct copy of the Cook County Court's Transfer
6 Order, which transferred the Illinois case to the Court of Chancery, is attached
7 hereto as Exhibit G.

8 10. A true and correct copy of certain excerpts from the transcript
9 of a hearing occurring in In re Play Beverages, LLC, No. 11-26046 in the United
10 States Bankruptcy Court for the District of Utah on December 5, 2012 is attached
11 as Exhibit H.

12 I declare under penalty of perjury that the foregoing is true and correct.

13 Executed this 27th day of December, 2012 at Salt Lake City, Utah.

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16 Bryon J. Benevento

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served on counsel of record via ECF Notice of Electronic Filing in accordance with the Federal Rules of Civil Procedure and Local Rule 5-3.3.

/s/ Sandra K. Dickerson

Sandra K. Dickerson